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8 UNITED STATES BANKRUPTCY COURT

9 FOR THE DISTRICT OF OREGON

10 In re

) Case No.

11) CHAPTER 11A PLAN

12) (_____, 200__)

13 _____ Debtor.

14 _____ proposes the following plan. The effective
15 date of the plan shall be the first business day following the 10th day (computed in
16 accordance with Federal Rule of Bankruptcy Procedure 9006) after the order confirming
17 the plan has been entered so long as no stay thereof is then in effect.

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19 1. TREATMENT OF UNCLASSIFIED CLAIMS

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21 .1 Administrative Claims. Each holder of an allowed claim entitled to
22 administrative expense priority under 11 USC § 507 (a)(1) or (2) shall receive cash in
23 the full amount of such claim on the later of (a) the effective date of the plan, (b) the
24 date on which the claim is due and payable in accordance with the terms of payment of
25 such claim, (c) at such times and in such amount as the holder of such claim shall agree
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in writing or (d) the date that any such claim requiring court approval is allowed so long as no stay of such order is then in effect.

.2 Priority Tax Claims. Each governmental unit holding an allowed unsecured claim entitled to priority under 11 USC § 507(a)(7) shall receive on the effective date of the plan either cash in the full amount of such claim or a note for such amount conforming substantially to the attached Exhibit 1. These notes shall contain the following payment terms (but each such claim shall be payable before the earlier of the sixth anniversary of (i) the assessment of such claim or (ii) the effective date of the plan):

CREDITOR	INTEREST RATE	FREQUENCY OF PAYMENTS	AMOUNT OF INSTALLMENTS	FIRST PAYMENT DATE	MATURITY DATE

1. TREATMENT OF UNIMPAIRED CLASSIFIED CLAIMS

.1 The claims of the following creditors are not impaired; the holders thereof shall be treated in one of the following ways:

CREDITOR	UNALTERED RIGHTS [§1124(1)]	CURE AND REINSTATE [§1124(2)]	CASH OUT [§1124(3)]

.1 Allowed unsecured claims entitled to priority under 11 USC §507(a)(3), (4), (5) or (6) shall receive cash in the full amount of such claims on the effective date of the plan.

2. TREATMENT OF IMPAIRED CLASSIFIED CLAIMS

All claims (except those treated under paragraphs 1 and 2) are placed in the following classes. A claim is classified in a particular class only to the extent that it qualifies within the description of that class and is classified in a different class to the extent it qualifies within the description of that different class.

.1 Secured Claims. Class 1 consists of all allowed secured claims. Each such claim shall be deemed placed in a separate subclass for voting purposes. Except as specifically provided below, all terms and conditions set forth in the agreements and instruments under which the allowed secured claims arose shall be and remain in full force and effect according to their terms and the holders thereof shall retain their liens on the property securing such claims with the same priorities such liens had when the petition commencing this case was filed.

.1 The holders of the following secured claims shall, within thirty (30) days after the effective date of the plan, each receive a note conforming substantially to the attached Exhibit 1 in a principal amount equal to the allowed amount of such

holder's secured claim calculated as of the effective date of the plan. These notes shall contain the following payment terms:

SUBCLASS	CREDITOR	INTEREST RATE	FREQUENCY OF PAYMENTS	AMOUNT OF INSTALLMENTS	FIRST PAYMENT DATE	MATURITY DATE	[ESTIMATED ALLOWED SECURED CLAIM*]

*The estimated allowed secured claim may differ from the actual claim paid due to interest accruals, attorney fees, other charges allowed by law or variations of the estimate from the actual amount allowed.

.1 The property securing the claims of the following creditors shall be conveyed to the holders thereof within 30 days after the effective date of the plan in full satisfaction of the allowed amount of such secured claims:

Any deficiency claim arising by reason of the conveyance shall be treated as a Class 4 claim; any such claim shall be disallowed unless proof of which is filed with the court within 30 days after such conveyance is made. The instruments of conveyance shall be

1 reasonably acceptable to such holders, provided that they shall not include a
2 representation or warranty of any kind.

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6 .2 The property securing the claims of the following creditors shall be
7 sold in the following manner:

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13 Except as otherwise provided below, the holders of such claims shall not receive any
14 payment until the property is sold. Any deficiency claim arising by reason of the sale
15 shall be treated in the following manner:

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20 .2 Unsecured Claims.

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22 .1 Priority Claims. Class 2 consists of allowed unsecured claims entitled
23 to priority under 11 USC § 507(a)(3), (4), (5) or (6). Each holder of a claim in such
24 class shall, within thirty (30) days after the effective date of the plan, receive a note
25 conforming substantially to the attached Exhibit 1 in a principal amount equal to the
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1 allowed amount of such holder's allowed claim calculated as of the date on which the
2 petition commencing this case was filed. These notes shall contain the following
3 payment terms:
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SUBCLASS	CREDITOR	INTEREST RATE	FREQUENCY OF PAYMENTS	AMOUNT OF INSTALLMENT S	FIRST PAYMENT DATE	MATURITY DATE	[ESTIMATED ALLOWED SECURED CLAIM*]

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12 *The estimated allowed claim may differ from the actual claim paid due to charges allowed by
13 law or variations of the estimate from the actual amount allowed.

14
15 .1 Administrative Convenience Claims. Class 3 consists of allowed
16 unsecured claims which are equal to or less than \$_____. Each holder of a claim in
17 such class shall receive cash in an amount equal to ____ percent of such claim within
18 ____ days following the effective date of the plan.

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20 .2 General Claims. Class 4 consists of allowed unsecured claims not
21 otherwise treated under the plan. Each holder of a claim in such class shall, within thirty
22 (30) days after the effective date of the plan, receive a note conforming substantially to
23 the attached Exhibit 1 or if such claim is disputed, a written objection. Each note shall
24 have a face amount equal to ____ percent of such holder's allowed claim calculated as of
25 the date on which the petition commencing this case was filed.

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2 4. TREATMENT OF EQUITY SECURITY INTERESTS
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4 4.1 Except as specifically provided below, the legal, equitable and contractual
5 rights to which the equity securities entitle the holders thereof shall remain unaltered by
6 the plan.
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8 5. EXECUTORY CONTRACTS AND UNEXPIRED LEASES
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10 5.1 Assumption. The debtor's executory contracts and unexpired leases
11 (including all amendments, extensions or renewals and replacements thereof) with the
12 following parties are assumed pursuant to the provisions of 11 USC §§ 365 and 1123:
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18 Except as provided below, the debtor shall, on or before the effective date of the plan,
19 cure any default under each contract and lease assumed by the plan and compensate the
20 other party to such contract or lease for any actual pecuniary loss to such party resulting
21 from default.
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23 5.2 Rejection. All executory contracts and unexpired leases to which the debtor
24 is a party that are not assumed by operation of Section 5.1 are rejected pursuant to the
25 provisions of 11 USC §§ 365 and 1123 except those which have been assumed by court
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1 order prior to the entry of the order confirming the plan. Any claim for damages arising
2 by reason of the rejection of any contract or lease shall be treated as a Class 4 claim; any
3 such claim shall be disallowed unless proof of which is filed with the court within 60
4 days after the effective date of the plan.

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6 6. MEANS FOR IMPLEMENTATION OF THE PLAN
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8 6.1 General Statement. The payments required under the plan shall be funded in
9 the following manner:
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15 6.2 Amended Charter. The debtor's articles of incorporation and bylaws shall be
16 amended on the effective date of the plan to prohibit the issuance of nonvoting equity
17 securities to the extent required by the provisions of 11 USC § 1123(a)(6).
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19 6.3 Reservation of Powers. All powers of the debtor under chapters 3 and 5 of
20 the Bankruptcy Code are expressly reserved, and the debtor may enforce any and all
21 claims and causes of action of the debtor or its chapter 11 estate following the effective
22 date of the plan except for claims and causes of action specifically waived, released or
23 assigned in accordance with the plan.
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25 6.4 Revesting. The debtor shall be vested with all of its property free and clear
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1 of all claims, liens, charges or other interests of creditors arising prior to the entry of the
2 order confirming the plan except for liens upon property securing claims provided for in
3 the plan. Except as otherwise provided in the plan, the debtor may transact business and
4 conduct its affairs free of any restriction of the court following confirmation of the plan.
5

6 6.5 Reserve Fund. The debtor shall deposit into a segregated account and hold
7 in trust all cash distributions reserved for the holders of allowed claims who have failed
8 to claim distributions made pursuant to the plan and holders of disputed claims. Cash
9 reserved for disputed claims shall be distributed to the holders thereof as and to the
10 extent such claims become allowed claims. For a period of one year following a
11 distribution pursuant to the plan, cash or other property that is unclaimed following such
12 distribution shall be distributed to the holders of allowed claims entitled thereto upon
13 presentation to the debtor of satisfactory proof of entitlement. After expiration of the
14 one year period (i) the holders of allowed claims entitled to unclaimed property will no
15 longer be entitled thereto, (ii) the allowed claims of such holders shall be deemed
16 disallowed and (iii) the then remaining amount of such unclaimed property with respect
17 to such distribution shall become the property of the debtor.
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19 6.6 Continuation of Retiree Benefits. All retiree benefits shall be continued after
20 the effective date of the plan without modification at the level established pursuant to 11
21 USC § 1114(e)(1)(B) or (g) for the duration of the period that the debtor has obligated
22 itself to provide such benefits.
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24 6.7 Compliance with the Plan. The debtor, creditors and all other parties in
25 interest shall take all actions necessary to effectuate the terms of the plan.
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2 7. DEFAULT
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4 7.1 Except as otherwise provided in the plan, in the event debtor shall default in
5 the performance of any of its obligations under the plan, then a claimant may pursue
6 such remedies as are available at law or in equity. An event of default occurring with
7 respect to one claim shall not be an event of default with respect to any other claim.
8 Nothing contained in the plan shall limit the right of any party to reopen this case or to
9 convert this case to a liquidation case under chapter 7 of the Bankruptcy Code if cause
10 for such relief exists.

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12 8. RETENTION OF JURISDICTION
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14 8.1 Notwithstanding the entry of the order confirming the plan, the court shall
15 retain jurisdiction of this chapter 11 case pursuant to and for the purposes set forth in 11
16 USC § 1127(b) and (a) to classify the claim of any creditor, reexamine claims which
17 have been allowed for voting purposes and determine any objection that may be filed to
18 claims, (b) to determine requests for payment of claims entitled to priority under §
19 507(a)(1) of the Code, including compensation and reimbursement of expenses in favor
20 of professionals employed at the expense of the estate, (c) to avoid transfers or
21 obligations and to subordinate claims under chapter 5 of the Bankruptcy Code, (d) to
22 approve the assumption, assignment or rejection of executory contracts and unexpired
23 leases pursuant to 11 USC §§ 365 and 1123, (e) to resolve all controversies and disputes
24 regarding the interpretation of the plan, (f) to implement the provisions of the plan and
25 enter orders in aid of confirmation, (g) to adjudicate any and all adversary proceedings
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1 and contested matters pending or hereafter commenced in this chapter 11 case and (h) to
2 enter a final decree closing this chapter 11 case.

1 9. ADDITIONAL PROVISIONS

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3 9.1 [The reorganized debtor] shall be responsible for timely payment of fees
4 incurred pursuant to 28 USC § 1930(a)(6) until the case is closed, converted, or
5 dismissed. After confirmation, [the reorganized debtor] shall serve on the United States
6 Trustee a monthly financial report for each month, or portion thereof, that the case
7 remains open. The monthly financial report shall include a statement of all
8 disbursements made during the course of the month, whether or not pursuant to the plan.
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15 Dated: _____, 200__.

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17 _____
18 Presented by:

19 _____
20 _____, OSB # _____
21 _____
22 _____

23 Attorneys for [Proponent]
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